

Exhibit A-13



CERTIFICATE

The undersigned, Alicia G. Powell, Secretary of PNC Bank, National Association (the "Bank"), does hereby certify as follows:

1. Effective October 8, 2021 at 11:59 p.m. EDT, BBVA USA was merged with and into PNC Bank, National Association (the "Merger"), pursuant to approval granted by the United States Office of the Comptroller of the Currency (as evidenced by the official OCC certification letter dated October 6, 2021 attached hereto as Exhibit "A"). The Merger is also evidenced by a Statement of Merger filed with and certified by the Alabama Secretary of State (attached hereto as Exhibit "B").
2. PNC Bank, National Association is a duly organized and existing national banking association (Charter No. 1316) and wholly owned subsidiary of PNC Bancorp, Inc. (a wholly owned subsidiary of The PNC Financial Services Group, Inc.), having its main office located at 222 Delaware Avenue, Wilmington, Delaware 19801 and using federal Employer Identification Number 22-1146430.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and affixed the seal of the Bank this 10th day of November, 2021.

Alicia G. Powell

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA)
) ss
COUNTY OF ALLEGHENY)

Before me, a Notary Public, in and for said County and Commonwealth, personally appeared ALICIA G. POWELL, SECRETARY of PNC Bank, National Association and being duly sworn, executed in my presence the foregoing document for the purposes therein contained for and on behalf of PNC Bank, National Association and desires that the same may be recorded as such.

WITNESS my hand and Notarial Seal this 10th day of November, 2021.

Notary Public

My Commission Expires: SEPTEMBER 15, 2024

Commonwealth of Pennsylvania - Notary Seal
AMELIA L BECK - Notary Public
Allegheny County
My Commission Expires Sep 15, 2024
Commission Number 1300880

Member of The PNC Financial Services Group

The Tower at PNC Plaza 300 Fifth Avenue Pittsburgh, Pennsylvania 15222

www.pnc.com

C:\Users\PP24043\AppData\Local\Microsoft\Windows\INetCache\Content.Outlook\K2AN3ER4\BBVA USA w Notary.docx

EXHIBIT A



Office of the Comptroller of the Currency

Large Bank Licensing

SENT VIA ELECTRONIC MAIL ONLY

October 6, 2021

Patricia A. Robinson, Of Counsel
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019

Re: Application to merge BBVA USA, Birmingham, Alabama with and into PNC Bank, National Association, Wilmington, Delaware
Charter No.: 1316
OCC Control No.: 2020-LB-Combination-318991

Dear Ms. Robinson:

This letter is the official certification of the Office of the Comptroller of the Currency (OCC) to merge BBVA USA, Birmingham, Alabama with and into PNC Bank, National Association, Wilmington, Delaware (PNC), effective as of October 8, 2021. The resulting bank title is PNC Bank, National Association, Wilmington, Delaware, charter number 1316.

This is also the official authorization given to PNC to operate the branches of the target institution and the main office of the target institution as a branch. A listing of each newly authorized branch and its assigned OCC branch number is attached. A branch number is also assigned for a branch previously authorized by another regulator that remains unopened. This approved and unopened branch and its assigned branch number is attached. You must notify this office within 10 days after opening this branch. If this branch is not opened within 18 months of May 14, 2021, the authorization and approval for the unopened branch shall automatically terminate unless the OCC grants an extension.

This is also the official authorization given to PNC to operate, as branches, nine drive-in facilities of the target institution that were not separately licensed as branches. PNC filed branch applications with the OCC for these drive-in facilities. These drive-in facilities and their assigned branch numbers are attached.

If the combination does not occur as represented in your correspondence dated September 27, 2021, this certification must be returned to the OCC.

October 6, 2021
PNC Bank, National Association, Wilmington, Delaware
OCC Control No.: 2020-LB-Combination-318991

If you have any questions, please contact Licensing Analyst Laurie Powell at (212) 790-4055 or laurie.powell@occ.treas.gov, or you may contact me by telephone at (917) 344-3405 or by email at jason.almonte@occ.treas.gov.

Sincerely,

 Digitally signed by Jason
J. Almonte
Date: 2021.10.06
09:59:35 -05'00'

Jason Almonte
Director for Large Bank Licensing

Attachment: List of Authorized Branches

EXHIBIT B

John H. Merrill
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a
true, accurate, and literal copy of the Merger filed on behalf of BBVA USA, as
received and filed in the Office of the Secretary of State on 10/08/2021.



20211011000002640

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

10/11/2021

Date

A handwritten signature in black ink, appearing to read 'J. H. Merrill', is written over a horizontal line.

John H. Merrill

Secretary of State

STATEMENT OF MERGER

Pursuant to the provisions of Sections 10A-2A-11.01 *et seq.* of the Alabama Business and Nonprofit Entity Code (the “Alabama Entities Code”), each of the undersigned constituent organizations, BBVA USA, an Alabama banking corporation (“BBVA”), and PNC Bank, National Association, a national banking association (“PNC”), hereby executes and adopts this Statement of Merger:

1. Constituent Organizations. The name, type of organization, principal office mailing address, jurisdiction of governing statute, and unique identifying number or other designation assigned by the Alabama Secretary of State of each constituent organization are as follows:

Name	Type of Organization	Principal Office Mailing Address	Jurisdiction of Governing Statute	Unique Identifying Number (Alabama)
PNC Bank, National Association	National banking association	300 Fifth Avenue Pittsburgh, PA 15222	Organized under the laws of the United States of America and under the jurisdiction of the United States Comptroller of the Currency (Dist. of Columbia)	Alabama Entity ID Number 055-556 (registered to do business in Alabama as a foreign corporation)
BBVA USA	Alabama banking corporation	15 South 20 th Street Birmingham, Jefferson County, AL 35233	Alabama	Alabama Entity ID Number 003-933

2. Merger; Surviving Organization. At the Effective Time (defined below), BBVA shall be merged with and into PNC with PNC continuing as the surviving association (the “Merger”). The name, type of organization, principal office mailing address, jurisdiction of governing statute, and unique identifying number or other designation assigned by the Alabama Secretary of State of the surviving association are as follows:

Name	Type of Organization	Principal Office Mailing Address	Jurisdiction of Governing Statute	Unique Identifying Number (Alabama)
PNC Bank, National Association	National banking association	300 Fifth Avenue Pittsburgh, PA 15222	Organized under the laws of the United States of America and under the jurisdiction of the United States Comptroller of the Currency (Dist. of Columbia)	Alabama Entity ID Number 055-556 (registered to do business in Alabama as a foreign corporation)

3. Certificate of Formation. BBVA was incorporated under the name “Central Bank & Trust Company” by the filing of Articles of Incorporation with the Office of the Judge of Probate of Jefferson County, Alabama, on December 31, 1963. A Restated Certificate of Incorporation was filed with the Secretary of State of Alabama on November 8, 1993, and a Certificate of Amendment to the Restated Certificate of Incorporation was filed with the Secretary of State of Alabama on December 15, 2000. Articles of Restatement of the Restated Certificate of Incorporation were filed with the Secretary of State of Alabama on June 17, 2019, and a Certificate of Correction to the Articles of Restatement were filed with the Secretary of State of Alabama on November 21, 2019.

RECEIVED DATE

OCT 08 2021

SECRETARY OF STATE
OF ALABAMA

06092365.5

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Alabama
Sec. Of State
Merger
003-126
Date 10/08/2021
Time 16:14
211008
File
County
Total
\$100.00
\$100.00
06/001

PNC's formation documents are on file with the Office of the Comptroller of the Currency, located at 400 7th Street, SW, Washington D.C. 20219.

4. Effective Time. The Merger shall become effective as of 10:59 p.m. central time on October 8, 2021.

5. Plan of Merger. That certain Agreement of Merger dated as of March 18, 2021, between PNC and BBVA (the "**Plan of Merger**") has been approved, adopted and executed, and the Merger has been approved, by BBVA and its sole stockholder as required by the Alabama Entities Code and Sections 5-7A-1 *et seq.* of the Alabama Banking Code, as applicable, and by PNC and its sole stockholder as required by the laws of the United States of America. The Plan of Merger does not provide for any amendments to the organizational document that created PNC. A copy of the Plan of Merger is on file at PNC's office located at 300 Fifth Avenue, Pittsburgh, PA 15222 and will be furnished by PNC, on request and without cost, to any stockholder of BBVA or PNC.


6. Superintendent of Banking. The Withdrawal and Rescission of Alabama Bank Charter issued by the Superintendent of Banks of the Alabama State Banking Department is attached hereto as Exhibit A.

7. Jurisdiction; Service of Process; Appraisal Rights. In accordance with Section 10A-2A-11.07(c) of the Alabama Entities Code, PNC, as the surviving organization that is a foreign organization, certifies that PNC is deemed: (1) to consent to the jurisdiction of Alabama to enforce any debt, obligation, or other liability owed by a constituent organization, if before the merger the constituent organization was subject to suit in this state on the debt, obligation, or other liability; (2) to consent that if it fails to designate or maintain a registered agent, or the designated registered agent cannot with reasonable diligence be served, then the service of process on the surviving organization for the purposes of enforcing a debt, obligation, or other liability under clause (1) of this Section 7 and for enforcing the rights of stockholders of each corporation that is a constituent organization who exercise appraisal rights may be made in the same manner and has the same consequences as provided in Section 10A-1-5.35 of the Alabama Entities Code; and (3) to agree that it will promptly pay the amount, if any, to which stockholders referred to in clause (2) of this Section 7 are entitled under Title 10A, Chapter 2A, Article 13 of the Alabama Entities Code.

[signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Statement of Merger to be executed by a duly authorized person as of October 8, 2021.

BBVA USA

By 
B. Shane Clanton
President and CEO

PNC BANK, NATIONAL ASSOCIATION

By _____
Name: _____
Its _____

IN WITNESS WHEREOF, each of the undersigned has caused this Statement of Merger to be executed by a duly authorized person as of October 8, 2021.

BBVA USA

By _____
Name: _____
Its _____

PNC BANK, NATIONAL ASSOCIATION

By Alicia G. Powell
Name: Alicia G. Powell
Its secretary

Exhibit A

WITHDRAWAL AND RESCISSION OF ALABAMA BANK CHARTER

(Attached)

Alabama
Sec. Of State

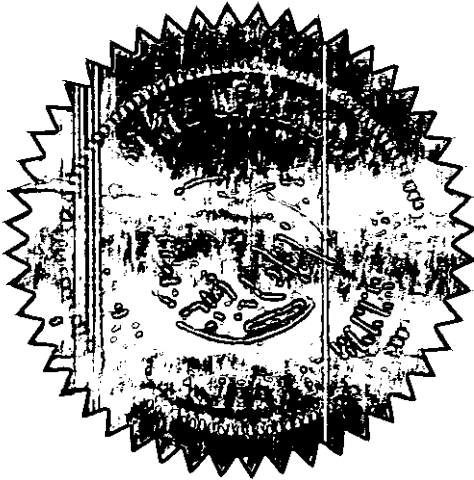
Merger
003-126
Date 10/08/2021
Time 16:24
211008 6 Pg

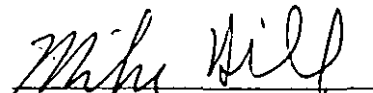
File	\$100.00
County	\$.00
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Total	\$100.00
06/001	

Withdrawal and Rescission of Alabama Bank Charter

I, Mike Hill, Superintendent of Banks of the Alabama State Banking Department, hereby withdraw and rescind the Alabama State Charter represented by the Permit to Begin Business, Approval(s) of the Articles of Incorporation, and authorization to transact business as a bank previously granted by those documents to BBVA USA, an Alabama, state-chartered bank located in Birmingham, Jefferson County, Alabama. The referenced Permit, Approvals, and authorization that comprise the Alabama bank charter will be vacated upon the acquisition and merger of BBVA USA with and into PNC Bank, National Association, and I hereby provide record notice of the rescission of such charter.

Given under my hand and seal of the Superintendent of Banks this the 3rd day of September 2021.




Mike Hill
Superintendent of Banks

State of Alabama)

County of Montgomery)

I, Sherri Amburn, the undersigned, a Notary Public in and for said County in said State, hereby, certify that Mike Hill, Superintendent of Banks, whose name as Superintendent of Banks, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such office and with full authority, executed the same voluntarily for and as the act of said department.

Given under my hand this the 3rd day of September 2021.




My commission expires 09-25-2023.